

**NESTLÉ WATERS NORTH AMERICA INC.**  
900 LONG RIDGE ROAD, BUILDING 2  
STAMFORD, CT 06902

ORIGINAL

Judith J. Steckler  
Legal Department

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April 19, 2013

VIA OVERNIGHT MAIL

Ms. Maria Goodine (3HS62)  
U.S. Environmental Protection Agency  
Region III  
1650 Arch Street  
Philadelphia, PA 19103-2029

**Re: Lower Darby Creek Area Superfund Site,  
Operable Unit 1 – Clearview Landfill  
Darby Township, Delaware County and Philadelphia, PA**

Dear Ms. Goodine:

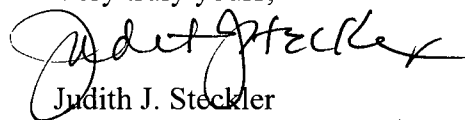
Enclosed as Appendix A to this letter is Nestlé Waters North America Inc.'s response to Ms. Joanne Marinelli's February 14, 2013 letter to Nestlé Waters North America Holdings Inc. requesting certain information regarding the above referenced matter. Nestlé Waters North America Inc. is a wholly owned subsidiary of Nestlé Waters North America Holdings Inc. and is responding to Ms. Marinelli's letter.

Please note that Senior Assistant Regional Counsel Bonnie Pugh of your office granted Nestlé Waters North America Holdings Inc. an extension until April 22<sup>nd</sup> by which to respond to Ms. Marinelli's February 14<sup>th</sup> Request for Information regarding the above referenced matter.

Please also note that, due to the nature of some of the responses regarding its business, Nestlé Waters North America Inc. hereby asserts a confidentiality claim covering the information submitted. Consequently, each such page of the response has been marked "Confidential."

Please let me know if you have any questions. Thank you.

Very truly yours,

  
Judith J. Steckler  
Senior Counsel

**APPENDIX A – Responses to EPA §104(e) Request**

1. Describe Nestlé's corporate history in detail. Your answer should include specific information on any mergers and acquisitions, name changes, asset purchases/sales etc. involving Nestlé and Great Bear and include complete copies of all relevant documents.

**RESPONSE:** The full legal name of the respondent (which is referred to below as "NWNA") and the mailing address of its headquarters office are:

Nestlé Waters North America Inc.  
900 Long Ridge Road, Building 2  
Stamford, Connecticut 06902

NWNA was originally incorporated in the State of Delaware on December 8, 1986 under the name DPS Water Co. Its name was changed to Deer Park Spring Water Incorporated on January 22, 1987, to Great Spring Waters of America, Inc. on December 31, 1993, and finally to Nestlé Waters North America Inc., its current name, on May 1, 2002.

NWNA is a wholly-owned subsidiary of Nestlé Waters North America Holdings Inc., a Delaware corporation. Nestlé Waters North America Holdings Inc. is a holding company that conducts no direct business operations.

Nestlé Waters North America Holdings Inc. was originally incorporated in the State of Delaware on September 7, 1978 under the name Great Waters of America, Inc. Its name was changed to American Landmark Springs, Inc. effective November 8, 1979, to The Perrier Group of America, Inc. effective June 4, 1984, and finally to Nestlé Waters North America Holdings Inc., its current name, effective May 1, 2002.

Nestlé Waters North America Holdings Inc. is approximately 99.6% owned by Nestlé Waters SAS, a French corporation, and approximately 0.4% owned by San Pellegrino SpA, an Italian corporation. Nestlé Waters SAS is approximately 99.9% owned by Nestlé Enterprises SA, a French corporation. Nestlé Enterprises SA is approximately eighty-four percent (84%) owned by Nestlé SA, a Swiss corporation, and approximately sixteen percent (16%) owned by Enterprise Maggi SA, a Swiss corporation. Enterprise Maggi SA is itself a wholly-owned subsidiary of Nestlé SA.

The business of Great Bear Spring Company was acquired by an affiliate of NWNA in July, 1987, when an acquisition subsidiary of The Perrier Group of America, Inc. (the former name of Nestlé Waters North America Holdings Inc.), as the successful bidder, purchased from an unrelated seller, Beatrice U.S. Food Corp. ("Beatrice"), the stock of BCI Arrowhead Drinking Water Co. (the "1987 Acquisition Transaction"). BCI Arrowhead Drinking Water Co., a Delaware corporation whose name was subsequently changed to Arrowhead Water Corp. ("Arrowhead"), was the corporate entity into which Beatrice had consolidated all of its U.S. bottled water operations, including those conducted in the name of Great Bear Spring Company, in contemplation of sale.

Great Bear Spring Company was a predecessor Delaware corporation which Beatrice caused to be merged into Arrowhead in February, 1987. That Delaware corporation was in turn the ultimate successor to a New Jersey corporation of the same name. On December 5, 1983, the predecessor New Jersey corporation had merged into Buckingham Distributors, Inc., a Delaware corporation which then changed its name to Great Bear Spring Company. Several weeks later, on December 22, 1983, the same Delaware corporation changed its name to Great Bear Leasing Company. At the same time, Buckingham Distributors Company II, a Delaware corporation, changed its name to Great Bear Spring Company. On February 22, 1987, Great Bear Leasing Company then merged into Great Bear Spring Company, a Delaware corporation, and the surviving entity concurrently merged into Arrowhead.

The 1987 Acquisition Transaction represented the purchase by NWNA's affiliate of the bottled water business of Beatrice throughout the United States. Before the 1987 Acquisition Transaction, Great Bear Spring Company was owned and operated by a third party, unrelated to the NWNA group or its predecessors. Consequently, the institutional memory within NWNA with respect to historical information prior to July, 1987 is spotty and dependent on inherited records, originally generated by others, that are not comprehensive.

At the close of 1993, essentially all of the operating subsidiaries – including Arrowhead, the successor to Great Bear Spring Company – of what was then called The Perrier Group of America, Inc. were consolidated by way of merger into a single operating company to be known as Great Spring Waters of America Inc., a Delaware corporation. These mergers took place effective December 31, 1993. In May of 2002, as previously noted, Great Spring Waters of America, Inc. changed its corporate name to Nestlé Waters North America Inc., the entity referred to here as “NWNA”.

2. What was the nature of Nestlé's business or activity in the Philadelphia area, including but not limited to the manufacture/bottling of Great Bear, between 1958 and 1976? Please describe in detail.

**RESPONSE:** In accordance with the introductory paragraph of Enclosure E to the EPA's Section 104(e) information request, the term “Philadelphia area” is understood to refer to the geographic area consisting of “southeastern Pennsylvania and southern New Jersey.”

Nestlé itself (as defined in the introductory paragraph of Enclosure E) had no business operations in the Philadelphia area between 1958 and 1976; Nestlé Waters North America Holdings Inc. was not even incorporated until September, 1978.

As noted in the Response to Question Number One above, Nestlé did not acquire the bottled water business of Great Bear Spring Company until the 1987 Acquisition Transaction in July, 1987, when an affiliate of NWNA purchased from Beatrice U.S. Food Corp., an unrelated, third-party seller, the latter's U.S. bottled watered operations, including those conducted under the name of Great Bear Spring Company, in a stock transaction involving Arrowhead Water Corp., a wholly-owned Beatrice subsidiary.

At the time of the 1987 Acquisition Transaction, Great Bear Spring Company owned a facility at 8330 Envoy Avenue in Philadelphia, located in an industrial park redevelopment area adjacent to Philadelphia International Airport. Based on title records, this facility was apparently acquired by Great Bear Spring Company sometime in 1979, and so postdates the 1958 – 1976 timeframe that is the subject of the EPA's Section 104(e) information request. The 8330 Envoy Avenue facility, along with the surrounding area, was subsequently acquired by the Philadelphia airport authority for airport expansion purposes and no longer exists; the former site is now part of one of the airport's runway areas.

The Philadelphia address purportedly given for Great Bear Spring Company in the "Interview Summary" attached as Exhibit F to the EPA's Section 104(e) information request – "17<sup>th</sup> and Rockledge Streets in Philadelphia" – does not exist and cannot be mapped. NWNA has no available internal records related to Great Bear Spring Company facilities in metropolitan Philadelphia that predate the former facility at 8330 Envoy Avenue (which as noted above was not acquired by Great Bear Spring Company until 1979 and no longer exists). However, based on a proprietary database search of third-party records – specifically, an archive of historic city directories accessed via Environmental Data Resources, Inc. (EDR) – it appears that Great Bear Spring Company did operate a facility at 1950 West Rockland Street, near 19<sup>th</sup> Street, in northern Philadelphia in the Germantown neighborhood area at least from 1967 forward. Great Bear Spring Company's occupancy at this location would presumably have ceased by 1979, when the 8330 Envoy Avenue site was purchased. A building continues to stand at the 1950 West Rockland Street address and, according to GoogleMaps, is currently occupied by two auto repair businesses and an independent gospel church.

NWNA has found no internal records regarding the specifics of Great Bear Spring Company's operations at 1950 West Rockland Street corresponding to all or part of the period that is the subject of the EPA's Section 104(e) information request, nor whether or to what extent those operations would have involved the use, storage, treatment or disposal of materials that could be characterized as hazardous substances. As noted above, the closure of the 1950 West Rockland Street facility would have occurred nearly a decade before NWNA even acquired the operating business of Great Bear Spring Company in July, 1987.

With respect to other Great Bear Spring Company facilities operating in southeastern Pennsylvania or southern New Jersey during the period 1958 through 1976:

- Great Bear Spring Company owned approximately 60 acres of undeveloped, largely wooded property located along Harmonyville Road in South Coventry Township, Chester County, Pennsylvania which contained springs. The property is believed to have been acquired by an affiliated real estate entity around 1941. Great Bear Spring Company collected water from the springs on the property, which would have been stored temporarily in on-site holding tanks and then pumped into tanker trucks for transportation in bulk to bottling facilities located elsewhere. The Harmonyville Road

property was acquired by an affiliate of NWNA in July, 1987 as part of the 1987 Acquisition Transaction. The property did not house any production facilities or manufacturing operations but only served as a spring water source, so would not have been involved in the generation, storage, treatment or disposal of hazardous waste. The property remains undeveloped to this day and continues to be used as a spring source by NWNA.

- NWNA has no records of any Great Bear Spring Company facilities located in southern New Jersey during the period in question. Great Bear Spring Company's regional headquarters was in Teterboro, New Jersey, which is located in Bergen County in the northern part of the state. Historically, it is believed that bottled water delivery customers in the southern part of New Jersey would have been serviced by local distributors/dealers, not by Great Bear Spring Company directly.
3. Identify all persons currently or formerly employed by Nestlé or any subsidiary who have or may have personal knowledge of the waste disposal practices of Great Bear between 1958 and 1976. For each such person, state that person's job title, dates of employment, current address and telephone number. If the current telephone number or address is not available, provide the last known telephone number or last known address of such person.

**RESPONSE:** Because NWNA did not own or operate Great Bear Spring Company during the period between 1958 and 1976 – again, NWNA did not acquire the operations of Great Bear Spring Company until July, 1987 – and in light of the passage of time – over 35 years have elapsed from the end date of the time period being inquired about, and over half a century from the start date – NWNA has not identified current or former employees who would have knowledge of the waste disposal practices of Great Bear Spring Company in the Philadelphia area for the timeframe in question. See also Response to Question Number 2, above.

4. Identify every hazardous substance used, generated, purchased, stored, or otherwise handled at Great Bear between 1958 and 1976. With respect to each such hazardous substance, further identify:
- a. The process(es) in which each hazardous substance was used, generated, purchased, stored or otherwise handled at Great Bear's Philadelphia area facility;
  - b. The chemical composition, characteristics, and physical state (solid, liquid or gas) of each such hazardous substance;
  - c. The annual quantity of each such hazardous substance used, generated, purchased, stored or otherwise handled at Great Bear's Philadelphia area facility;
  - d. The beginning and ending dates of the period(s) during which such hazardous substance was used, generated, purchased, stored or otherwise handled at Great Bear's Philadelphia area facility;
  - e. The types and sizes of containers in which these substances were transported and stored; and
  - f. The persons or companies that supplied each such hazardous substance Great Bear.

**RESPONSE:** See Response to Question Number 2, above.

5. Identify all by-products and wastes generated, stored, transported, treated, disposed of, released, or otherwise handled at Great Bear's Philadelphia area facility between 1958 and 1976. With respect to each such by-product and waste identified, further identify:
- The process(es) in which each such by-product was generated, stored, transported, treated, disposed of, released or otherwise handled at Great Bear's Philadelphia area facility;
  - The chemical composition, characteristics, and physical state (solid, liquid or gas) of each such by-product or waste;
  - The annual quantity of each such by-product and waste generated, stored, transported, treated, disposed of, released or otherwise handled at Great Bear's Philadelphia area facility;
  - The types and sizes of containers used to treat, store, or dispose each such by-product or waste;
  - The names or the individuals(s) and/or company(ies) that disposed of or treated each such by-product or waste; and
  - The location and method of treatment and/or disposal of each such by-product or waste.

**RESPONSE:** See Response to Question Number 2, above.

6. Did Great Bear ever contract with, or make arrangement with any of the following companies: Clearview Land Development Company, the Clearview Landfill, Heller's Dump, Richard or Edward Heller, Eastern Industrial Corporation, Tri-County Hauling, Patrick Bizzari Hauling, "Charles Crumbley," Ace Service Corp./Ace Dump Truck Edward Lawrenson, Inc., "Quickway," "Nu Way," "Bennie's Hauling," William Adams and Sons, "Al Gonnelli," Schiavo Brothers, Inc., "Maritime," Dorner Trash, Harway, Inc./Warren Harmon, Inc., Northeast Disposal, Donald Vile, Inc., Disposal Corporation of America, "White Glove Trash" or any other company or municipality to remove or transport material from Great Bear's facility in the Philadelphia, Pennsylvania area for disposal between 1958 and 1976? If so, for each transaction identified above, please identify:
- The person with whom Great Bear made such a contract or arrangement;
  - The date(s) on which or time period during which such material was removed or transported for disposal;
  - The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
  - The annual quantity (number of loads, gallons, drums) of such material;
  - The manner in which such material was containerized for shipment or disposal;
  - The location to which such material was transported for disposal;
  - The person(s) who selected the location to which such material was transported for disposal;
  - The individuals employed with any transporter identified (including truck drivers, dispatchers, managers, etc.) with whom Great Bear dealt concerning removal or transportation of such material; and
  - Any billing information and documents (invoices, trip tickets, manifests, etc.) in your possession regarding arrangements made to remove or transport such material.

**RESPONSE:** See Response to Question Number 2, above.

7. Identify individuals employed by Great Bear who were responsible for arranging for the removal and disposal of wastes, and individuals who were responsible for payments, payment approvals, and record keeping concerning such waste removal transactions at Great Bear's Philadelphia, Pennsylvania area facility between 1958 and 1976. Provide current or last known addresses and telephone numbers where they may be reached. If these individuals are the same person identified by your answer to Question 3, so indicate.

**RESPONSE:** See Response to Question Number 2, above.

8. For every instance in which Great Bear disposed of or treated material at Clearview or other areas of the Site, or arranged for the disposal or treatment of material at the Site, identify:
- The date(s) on which such material was disposed of or treated at the Site;
  - The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid or gas);
  - The annual quantity (number of loads, gallons, drums) of such material;
  - The specific location on the Site where such material was disposed of or treated; and
  - Any billing information and documents (invoices, trip tickets, manifests, etc.) in Nestlé's possession regarding arrangements made to dispose of or treat such material at the Site.

**RESPONSE:** See Response to Question Number 2, above.

9. Did Great Bear, or any other company or individual, ever spill or cause a release of any chemical, hazardous substances, and/or hazardous waste, and/or non-hazardous solid waste at Clearview? If so, identify the following:
- The date(s) the spill(s)/release occurred;
  - The composition (i.e., chemical analysis) of the materials which were spilled/released;
  - The response made by Great Bear or on its behalf with respect to the spill(s)/release(s); and
  - The packaging, transportation, final disposition of the materials which were spilled/released.

**RESPONSE:** See Response to Question Number 2, above.

10. Did Great Bear or any person or entity on its behalf ever conduct any environmental assessments or investigations relating to contamination at Clearview? If so, please provide all documents pertaining to such assessments or investigations.

**RESPONSE:** See Response to Question Number 2, above.

11. If you have any information about other parties who may have information which may assist the EPA in its investigation of Clearview, or who may be responsible for the gener-

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ation of, transportation of, or release of contamination at Clearview, please provide such information. The information you provide in response to this request should include the party's name, address, telephone, number, type of business, and the reasons why you believe the party may have contributed to the contamination at the Site or may have information regarding the Site.

**RESPONSE:** See Response to Question Number 2, above.

12. Identify the person(s) answering these questions on your behalf, including full name, mailing address, business telephone number, and relationship to the company.

Judith J. Steckler, Esq.  
Attorney for  
Nestle Waters North America Inc.  
900 Long Ridge Road, Building 2  
Stamford, CT 06902  
(203) 629-7220

13. Provide the name, title, current address, and telephone number of the individual representing Nestlé to whom future correspondence or telephone calls should be directed.

Judith J. Steckler, Esq.  
Attorney for  
Nestle Waters North America Inc.  
900 Long Ridge Road, Building 2  
Stamford, CT 06902  
(203) 629-7220

14. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:
- Your document retention policy;
  - A description of how the records were/are destroyed (burned, archived, trashed, etc.) and the approximate date of destruction;
  - A description of the type of information that would have been contained in the documents; and
  - The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents and the person(s) who would have been responsible for the destruction of these documents.

**RESPONSE:** See Response to Question Number 2, above.

\* \* \*



**104(e) TRACKING UPDATES**

FILE USER

PRISKEXT. 2625SITE NAME LOWER DARBY CREEKDATE 4/30/14PRP NAME NESTLE WATERS NORTH AMERICA<sup>+</sup>DSN PA-3424HOLDINGS, INC

COMMENTS:

SDMSLIT HOLD

Please indicate "PFE" or "CBI" on appropriate documents.

**REMEDIAL ENFORCEMENT PLANNING****2c CORRESPONDENCE BY PRP**

- ☐ 104(e) Letters
- ☐ Follow-up 104(e) Letters
- ☐ 104(e) Responses

**REMEDIAL ENFORCEMENT IMPLEMENTATION****4a NEGOTIATIONS/SETTLEMENTS**

- ☐ 104(e) Letters re: *De Minimis* Settlement
- ☐ Follow-up 104(e) Letters
- ☐ 104(e) Responses re: *De Minimis* Settlement

**REMOVAL ENFORCEMENT PLANNING****7c CORRESPONDENCE BY PRP**

- ☐ 104(e) Letters
- ☐ Follow-up 104(e) Letters
- ☐ 104(e) Responses

☒ FILE☐ RETURN TO USER

DATE COMPLETED \_\_\_\_\_